

EXHIBIT A

Certification of Compliance

Exhibit A
Amended SDNY Guidelines Certification

STUART MAUE
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James P. Quinn
W. Andrew Dalton

Consultant to the Fee Examiner

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

MOTORS LIQUIDATION COMPANY, *et al.*
f/k/a General Motors Corp., *et al.*

Debtors.

Chapter 11

Case No. 09-50026 (REG)

Jointly Administered

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS FOR
PROFESSIONALS IN RESPECT TO THE SECOND APPLICATION OF STUART MAUE FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE
ANALYSIS OF INTERIM FEE APPLICATIONS OF SELECTED CASE PROFESSIONALS**

I, W. Andrew Dalton, hereby certify that:

1. I am Vice President and Director of Legal Audit at Stuart Maue, Consultant to the Fee Examiner in the above-captioned bankruptcy cases.

2. I have been designated by Stuart Maue with the responsibility in this case for ensuring that the *Second Application of Stuart Maue for Allowance of Compensation and Reimbursement of Expenses for the Analysis of Interim Fee Applications of Selected Case Professionals*, dated November 16, 2010 (the “**Second Fee Application**”) complies with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 25, 2009 (the “**SDNY Guidelines**”) and the United States Trustee Guidelines for

Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 promulgated by the United States Department of Justice dated January 30, 1996 (the “**UST Guidelines**”).

3. Pursuant to Section A.1. of the SDNY Guidelines, I certify that:
 - a. I have read the Fee Application;
 - b. To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought in the Fee Application fall within the SDNY Guidelines and the UST Guidelines except as specifically described in the Fee Application;
 - c. The fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Stuart Maue and generally accepted by Stuart Maue’s clients; and
 - d. In providing a reimbursable service, Stuart Maue does not make a profit on the service, whether the service is performed by Stuart Maue in-house or through a third party.

4. With respect to Section A.3. of the SDNY Guidelines, I certify that the trustee, the chair of each official committee, and the debtor are each being provided with a copy of the Second Fee Application at least fourteen (14) days in advance of the hearing to consider the fee application.

Dated: November 16, 2010
St. Louis, Missouri

Respectfully submitted,

By: /s/ *W. Andrew Dalton*
W. Andrew Dalton

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